

MAY 27 1976 - 8 40 PM

FIRST SUPPLEMENTAL AGREEMENT

This FIRST SUPPLEMENTAL AGREEMENT, effective as of May 21, 1976, by and among THE FIRST NATIONAL BANK OF FORT WORTH, a national banking association incorporated and existing under the laws of the United States, as Trustee under the Trust Agreement as hereinafter defined (hereinafter called "FNB"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "RLC"):

W I T N E S S E S:

WHEREAS, FNB and RLC have previously entered into Richmond Leasing Company Equipment Trust, Series 8, dated as of January 30, 1976, and filed with the Interstate Commerce Commission at 11:05 a.m. on February 5, 1976, under Recordation No. 8207 (hereinafter the "Trust Agreement"), pursuant to which Trust Agreement there were to be issued and sold Trust Certificates in the aggregate amount of \$5,000,000 (hereinafter the "Trust Certificates"), the funds from the sale of the Trust Certificates (the "Trust Funds") to constitute the Richmond Leasing Company Equipment Trust, Series 8 (the "Equipment Trust, Series 8"); and

WHEREAS, a portion of the Trust Funds have been disbursed from time to time to finance 80% of the purchase price of the Trust Equipment (as defined in the Trust Agreement); and

WHEREAS, RLC is desirous of financing from the Equipment Trust, Series 8 certain additional railway equipment specified in Attachment A hereto (hereinafter the "Railway Equipment"), which Railway Equipment is subject to the Leases specified in Attachment B hereto (the "Leases"); the Railway Equipment and the Leases having not been included in the Trust Agreement or in Exhibit A ("Exhibit A") or Exhibit B ("Exhibit B") to the Trust Agreement as originally executed; and

WHEREAS, the Variable Annuity Life Insurance Company, a corporation organized and existing under the laws of the State of Texas, has assumed and succeeded to the rights and obligations of the Long-Term Purchaser (as defined in the Trust Agreement), and

WHEREAS, the parties desire to amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises herein contained, FNB and RLC hereby agree as follows:

1. The Trust Agreement is hereby amended to include in Exhibit A the Railway Equipment contained in Attachment A hereof, and to include in Exhibit B the Leases contained in Attachment B hereof. Accordingly, the term "Trust Equipment" as used in the Trust Agreement shall hereafter mean and include for all intents and purposes the Railway Equipment, and the term "Existing Leases" as used in the Trust Agreement shall hereafter mean and include for all intents and purposes the Leases.

2. The definition of "Long-Term Purchaser" on page 6 of the Trust Agreement is hereby deleted and the following new definition inserted therefor:

"Long-Term Purchasers shall mean The Variable Annuity Life Insurance Company, a Texas corporation".

IN WITNESS WHEREOF, FNB and RLC have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

[SEAL]

THE FIRST NATIONAL BANK OF
FORT WORTH

By Thomas O. Burt
Trust Officer

ATTEST:

B. L. C.
Senior Vice President
And Trust Officer

Will. J. Williams
TRUST OFFICER

[SEAL]

RICHMOND LEASING COMPANY

By Sam A. Welsh
President

ATTEST:

Henry L. Bush

THE STATE OF TEXAS

X

COUNTY OF TARRANT

X

On this 24th day of May, 1976, before me personally appeared Thomas O. Tate, to me personally known, who, being by me duly sworn says that he is a Trust Officer of The First National Bank of Fort Worth, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Terry K. Churchwell
Notary Public in and for
Tarrant County, Texas

Terry K. Churchwell, Notary Public
Tarrant County, Texas

My Commission Expires June 1, 1977

THE STATE OF TEXAS

X

COUNTY OF HARRIS

X

BEFORE ME, the undersigned authority, on this day personally appeared Glenn A. Welsh, President, of Richmond Leasing Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 21ST day of May, 1976.

Joanita B. Wofford
Notary Public in and for
Harris County, Texas

ATTACHMENT A

RICHMOND LEASING COMPANY

EQUIPMENT TRUST, SERIES 8

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed & Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Continental Oil Co.	10	DOT111A100W5	20,800	RTMX 2640 thru 2649	\$ 346,300	34 mo*	May 1976	\$ 3,970
Rail U. S. Leasing Company	23	DOT105A300W	33,750	RTMX 3460 thru 3482	\$1,066,786	144 mo**	Jun 1976	\$10,810
Pennwalt Corporation	19	DOT111A100W5	20,800	RTMX 2650 thru 2668	\$ 660,953	144 mo	Jun 1976	\$ 7,353

*Renewal option for 34 months

**Cancellation option after 3 years (\$1,800 penalty per car) or after 6 years (no penalty)

ATTACHMENT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated December 20, 1975, between Richmond Leasing Company and Continental Oil Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	20,800 Gallons DOT111A100W5	RTMX 2640 thru 2649

2. Tank Car Lease and Service Contract dated April 15, 1976, between Richmond Leasing Company and Rail U. S. Leasing Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
23	33,750 Gallons DOT105A300W	RTMX 3460 thru 3482

3. Tank Car Lease and Service Contract dated February 19, 1976, between Richmond Leasing Company and Pennwalt Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	20,800 Gallons DOT111A100W5	RTMX 2650 thru 2668